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Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - x
 In re: : Chapter 11
 :
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
 et al., :
 :
 Debtors. : Jointly Administered
 - - - - - x

**DEBTORS' MOTION FOR ORDER SHORTENING NOTICE PERIOD
 AND LIMITING NOTICE OF DEBTORS' MOTION FOR ORDER UNDER
 BANKRUPTCY CODE SECTIONS 105, 363(B) AND 503(C)(3)
 APPROVING A LIQUIDATION RETENTION PLAN AND AUTHORIZING
PAYMENT OF LIQUIDATION RETENTION PAY**

The debtors and debtors in possession in the
 above-captioned jointly administered cases (collectively,

the "Debtors")¹ hereby move this Court (the "Motion to Shorten Notice") for an order under section 102 of the title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules") approving shortened and limited notice for Debtors' Motion for Order Under Bankruptcy Code Sections 105, 363(b) and 503(c)(3) Approving a Liquidation Retention Plan and Authorizing Payment of Liquidation Retention Pay (the "Motion"). In support of the Motion to Shorten Notice, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion to Shorten Notice under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion to Shorten Notice in this District is proper under 28 U.S.C. §§ 1408 and 1409.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), PRAHS, INC. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for the Debtors is 4951 Lake Brook Drive, Suite #500, Glen Allen, VA 23060.

2. The statutory predicates for the relief requested herein are Bankruptcy Code section 102 and Bankruptcy Rules 2002, 9006 and 9007.

BACKGROUND

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

6. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors' remaining stores. On or about March 8, 2009, the going out of business sales concluded.

7. On September 24, 2009 the Court entered an Order Approving (I) Disclosure Statement (the "Disclosure Statement"), (II) Notice of the Disclosure Statement Hearing, (III) Hearing Date to Consider Confirmation of the Plan, (IV) Procedures for Filing Objections to Plan, (V) Voting Agent and Deadlines Related to Solicitation and Confirmation, (VI) Procedures with Respect to Certain Claims and (VII) Solicitation Procedures for Confirmation of the Plan (Docket No. 5090).

8. The hearing on confirmation of the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and Its Affiliated Debtors and Debtors in Possession and Its Official Committee of Creditors Holding General Unsecured Claims (the "Plan") is scheduled to commence on February 11, 2010 at 11:00 a.m. (Eastern).

RELIEF REQUESTED

9. By this Motion to Shorten Notice, the Debtors request entry of an order shortening the notice period and limiting notice of the Motion so that it can be heard, considered and ruled upon by the Court at a hearing on February 11, 2010.

BASIS FOR RELIEF

10. Concurrently herewith, the Debtors filed the Motion. The Motion seeks an order approving a liquidation retention plan (the "Liquidation Retention Plan") and authorizing, but not directing, the payment of wind down retention pay to Plan Participants (as defined in the Motion).

11. The Debtors believe it is in the best interest of the Debtors' estates, their creditors, and other parties in interest for the Motion to be heard at the hearing on February 11, 2010 at 11:00 a.m. (Eastern) because the approval of the Liquidation Retention Plan will help retain the Debtors' remaining employees who are and will continue to be vital the Debtors' efficient liquidation. The approval of the Liquidation Retention Plan will help to assure the continued employment of the Plan Participants and motivate them to continue to expend the additional effort required of them to efficiently liquidate the Debtors' estates.

12. The Debtors have consulted with the Creditors' Committee who has advised the Debtors that it consents to the relief requested in the Motion and the Motion to Shorten.

13. The Debtors propose to provide notice of the Motion to (i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) counsel to Creditors' Committee; (iii) parties who have requested notice pursuant to Bankruptcy Rule 2002; and (iv) the Core Group (as defined in the Case Management Order entered on December 30, 2009 at Docket No. 6208). The Debtors submit that, under the circumstances, no other or further notice need be given and in light of the circumstances, such notice is reasonably calculated to provide timely and adequate notice to the Debtors' major creditor constituencies and those parties most interested in these cases.

WAIVER OF MEMORANDUM OF LAW

14. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion to Shorten Notice and all applicable authority is set forth in the Motion to Shorten Notice, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

15. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court (i) enter an Order, substantially in the form annexed hereto, granting the relief requested herein, and (ii) such other and further relief as may be just and proper.

Dated: January 29, 2010
Richmond, Virginia

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Counsel for Debtors and Debtors
in Possession

[Proposed Order]

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**ORDER GRANTING DEBTORS' MOTION FOR ORDER SHORTENING NOTICE
 PERIOD AND LIMITING NOTICE OF DEBTORS' MOTION FOR ORDER
 UNDER BANKRUPTCY CODE SECTIONS 105, 363(b) AND 503(c)(3)
 APPROVING A LIQUIDATION RETENTION PLAN AND AUTHORIZING
PAYMENT OF LIQUIDATION RETENTION PAY**

Upon consideration of the Debtors' Motion for Order
 Shortening Notice Period and Limiting Notice (the "Motion to
 Shorten Notice") of Debtors' Motion for Order Under
 Bankruptcy Code Sections 105, 363(b) and 503(c)(3) Approving

a Liquidation Retention Plan and Authorizing Payment of Liquidation Retention Pay (the "Motion"); and the Court having reviewed the Motion to Shorten Notice; and the Court having determined that the relief requested in the Motion to Shorten Notice is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion to Shorten Notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion to Shorten Notice is GRANTED.
2. Notice of the Motion is shortened so that it may be heard, considered and ruled upon by the Court at a hearing on February 11, 2010 at 11:00 a.m. (Eastern).
3. Notice of the Motion is limited to the parties as set forth in the Motion to Shorten Notice.
4. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
_____, 2010

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

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